

February 28, 2006

Ms. Nancy M. Morris
Secretary
U.S. Securities and Exchange Commission
100 F Street, NE.
Washington, D.C. 20549-9303

Subject : Comments on Proposed Rules Relating to Termination of a Foreign Private Issuer's Registration of a Class of Securities Under Section 12(g) and Duty to File Reports Under Section 15(d) of the Securities Exchange Act of 1934

Reference : **File No. S7-12-05**

Dear Ms. Morris

I am submitting this letter in response to the request of the Securities and Exchange Commission for comments on the Commission's proposed rules relating to the termination of a foreign private issuer's registration under Section 12(g), and duty to file reports under Section 15(d), of the Securities Exchange Act of 1934.

I am submitting this letter as Chief Financial Officer of France Télécom, a Paris, France based company listed on Euronext and the New-York Stock Exchange. France Télécom is a member of EALIC (European Association of Listed Companies) and fully supports the comments of EALIC, which are sent in parallel. Nevertheless, I would like to stress the following points.

First of all, I strongly support the Commission's decision to propose these rule changes. Nevertheless, I believe that the changes must be improved in such a way that every company, once listed, has the real freedom to continue to be listed on U.S. Stock Exchanges, or to withdraw its registration, according to the interests of the Company and of all its shareholders.

Therefore, I believe that a complete success of the new rules will only be achieved if a reasonable number of companies are able to use the final rule. Otherwise, companies will remain trapped in the U.S. market even when their business and strategy make the costs of remaining a reporting company disproportionate to the benefits. If companies are trapped in this manner, then the rules will continue to be a significant obstacle to new listings by foreign issuers in the United States.

I believe the reason that so few European companies can use the proposed rule is that U.S. ownership of many European companies is concentrated among a small number of highly sophisticated U.S. institutional investors, which have a disproportionate impact on the 10 % U.S. ownership threshold calculation.

Therefore, it is necessary, in my view, to allow companies to exclude "qualified institutional buyers" (QIBs) from the calculation of their U.S. shareholder base. QIBs do not need the protection of the U.S. registration requirements (under either the Securities Act or the Securities Exchange Act), and their presence as shareholders of a company should not by itself impose such requirements on companies.

Alternatively, the rule could be modified to allow companies to eliminate a fixed number of shareholders (at least ten shareholders) from their U.S. shareholder base or to eliminate shareholders that hold a minimum amount of a company's share capital from their U.S. shareholder base.

If none of these options were adopted, it would be necessary to raise the 10% U.S. ownership threshold substantially. I believe that an increase to 25% would be necessary to allow a reasonable number of companies to use the rule. A more modest increase (for example, to 15%) would probably have a very limited impact.

I highly appreciate the decision of the Commission to propose new rules and the opportunity given to companies to comment the proposed changes. My comments are intended to achieve the complete success of the new rules, by guaranteeing that every companies is really free to take its decisions, as regards U.S. listing and registration, according to the interests of the Company and of all its shareholders.

Very truly yours,

Gervais Pellissier
Chief Financial Officer of France Télécom